

MARATHON OIL CORP
Form 8-K
April 29, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): April 27, 2011

Marathon Oil Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-5153

25-0996816

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

5555 San Felipe Road, Houston, Texas

77056

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(713) 629-6600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
(17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders was held on April 27, 2011. In connection with the meeting, proxies were solicited pursuant to the Securities Exchange Act of 1934. The following are the voting results on proposals considered and voted upon at the meeting, all of which were described in Marathon's 2011 Proxy Statement.

1. Each of our directors was elected for a term expiring in 2012. Votes regarding the persons elected to serve as directors were as follows:

| NOMINEE | VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|--------------------------|-------------|---------------|-----------------|------------------|
| Gregory H. Boyce | 374,002,957 | 147,366,399 | 864,731 | 68,096,506 |
| Pierre Brondeau | 510,849,401 | 10,792,527 | 592,159 | 68,096,506 |
| Clarence P. Cazalot, Jr. | 375,258,105 | 146,117,756 | 858,226 | 68,096,506 |
| David A. Daberko | 330,628,894 | 191,042,040 | 563,153 | 68,096,506 |
| William L. Davis | 332,465,329 | 188,903,013 | 865,745 | 68,096,506 |
| Shirley Ann Jackson | 320,738,142 | 200,945,514 | 550,431 | 68,096,506 |
| Philip Lader | 326,807,658 | 194,842,628 | 583,801 | 68,096,506 |
| Charles R. Lee | 373,074,168 | 148,605,696 | 554,223 | 68,096,506 |
| Michael E. J. Phelps | 330,596,604 | 190,728,487 | 908,996 | 68,096,506 |
| Dennis H. Reilley | 329,956,115 | 191,711,941 | 566,031 | 68,096,506 |
| Seth E. Schofield | 330,709,994 | 190,965,181 | 558,912 | 68,096,506 |
| John W. Snow | 330,293,862 | 191,389,739 | 550,486 | 68,096,506 |
| Thomas J. Usher | 370,390,416 | 151,328,907 | 514,764 | 68,096,506 |

2. PricewaterhouseCoopers LLP was ratified as our independent registered public accounting firm for 2011. The voting results were as follows:

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED |
|-------------|---------------|-----------------|
| 582,730,000 | 6,795,267 | 805,326 |

3. The Board proposal amending our By-laws to enable stockholders who have continuously held twenty-percent (20%) or more of our outstanding common stock for at least one year to require our Chairman of the Board or Chief Executive Officer to call a special meeting of stockholders to vote on business proposed by those holders was approved. The voting results were as follows:

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|---------------|-----------------|------------------|
| 431,017,055 | 158,132,973 | 1,180,565 | 0 |

4. The Board proposal seeking a non-binding advisory vote on our executive compensation programs and the compensation of our named executive officers was approved. The voting results were as follows:

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|-----------|---------------|-----------------|------------------|
| | | | |

Edgar Filing: MARATHON OIL CORP - Form 8-K

| | | | |
|-------------|-------------|-----------|------------|
| 368,192,100 | 150,728,195 | 3,313,792 | 68,096,506 |
|-------------|-------------|-----------|------------|

5. The Board proposal regarding the frequency of holding a non-binding advisory vote of the stockholders, every one, two, or three years, on the compensation of our named executive officers was approved for holding a non-binding advisory vote every year. The voting results were as follows:

| EVERY YEAR | EVERY TWO YEARS | EVERY THREE YEARS | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|--------------------|----------------------|--------------------|---------------------|
| 447,306,893 | 6,230,514 | 66,955,955 | 1,740,725 | 68,096,506 |

6. The stockholder proposal requesting that the Board of Directors prepare a report, within ninety days of the annual meeting of stockholders, on the steps the Company has taken to reduce the risk of accidents was defeated. The voting results were as follows:

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|------------|---------------|--------------------|---------------------|
| 34,883,900 | 433,895,968 | 53,454,219 | 68,096,506 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 29, 2011

MARATHON OIL CORPORATION

By: /s/ Michael K. Stewart
Michael K. Stewart
Vice President, Accounting and Controller

